

CONRAIL®

RECORDED NO. 5867-2 FILED 1993

NOV 19 1993 11:00 AM

INTERSTATE COMMERCE COMMISSION

November 19, 1993

VIA HAND DELIVERY

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Release of Liens by United States Trust Company of New York

Dear Secretary Strickland:

Enclosed are an original and four originally executed counterparts of the secondary document described below. The secondary document described below is related to the primary document Equipment Note Agreement, dated as of December 15, 1970, among EL-PC Leasing Corporation ("EL-PC"), General Motors Corporation ("GM") and United States Trust Company of New York ("US Trust") which was recorded with the Interstate Commerce Commission under Recordation No. 5867-B, along with the following secondary documents: Interim Supplement dated as of January 28, 1971 among EL-PC, GM and US Trust (Recordation. No. 5867-C); and Interim Supplement dated as of February 22, 1971 among EL-PC, GM and US Trust (Recordation. No. 5867-D).

The enclosed secondary document, Release of Liens, described below, was executed by US Trust in connection with the aforementioned documents on November 10, 1993 and is to be recorded pursuant to Section 11303, Title 49, of the United States Code:

The names and addresses of the parties to the document are as follows:

Release of Liens

Debtor:

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Consolidated Rail Corporation
2001 Market Street
P.O. Box 41425
Philadelphia, PA 19101-1425

Secured Party

United States Trust Company of New York
Corporate Trust Department
114 West 47th Street
New York, NY 10036-1532

The description of the equipment covered by the aforesaid Release of Liens is as follows:

Twenty six (26) GP 38 Locomotives, bearing road numbers 2010 through 2014, 7868 through 7880, 7882 through 7887, and 7890 through 7891, all inclusive; Forty-five (45) SD 40 Locomotives, bearing road numbers 6240 through 6284, inclusive; and Five (5) SW-1500 Locomotives bearing road numbers 9223 through 9227, both inclusive.

A fee of eighteen dollars (\$18.00) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Cheryl A. Cook, Esquire
Consolidated Rail Corporation
2001 Market Street
P.O. Box 41416
Philadelphia, PA 19101-1416

A short summary of the document to appear in the index follows:

Release of Liens: Release of Liens, dated as of November 10, 1993, by United State Trust Company of New York, 114 West 47th Street, New York, NY 10036-1532, under an Equipment Note Agreement, dated as of December 15, 1970, among EL-PC Leasing Corporation ("EL-PC"), General Motors Corporation ("GM") and United States Trust Company of New York ("US Trust") which was recorded with the Interstate Commerce Commission under Recordation No. 5867-B, along with the following secondary documents: Interim Supplement dated as of January 28, 1971 among EL-PC, GM and US Trust

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(Recordation. No. 5867-C); and Interim Supplement dated as of February 22, 1971 among EL-PC, GM and US Trust (Recordation. No. 5867-D) covering twenty six (26) GP 38 Locomotives, bearing road numbers 2010 through 2014, 7868 through 7880, 7882 through 7887, and 7890 through 7891, all inclusive; and forty-five (45) SD 40 Locomotives, bearing road numbers 6240 through 6284, both inclusive; and five (5) SW-1500 Locomotives bearing road numbers 9223 through 9227, both inclusive.

If you have any questions, please call the undersigned at the number set forth below

Very truly yours,



Cheryl Anne Cook
Associate General Counsel
16-A Two Commerce Square
Phila., PA 19101-1416
(215) 209-5042
(215) 209-4819 (Fax)

/dr
Enclosure

RECORDED NO. 5867X

NOV 19 1993

INTERSTATE COMMERCIAL

RELEASE

This Release, dated as of November 10, 1993, is made by United States Trust Company of New York, as Agent.

1. Reference is made to the equipment listed on Schedule A attached hereto (the "Equipment"), which is subject to an Equipment Note Agreement dated as of December 15, 1970 among EL-PC Leasing Corporation (the COMPANY), General Motors Corporation (the MANUFACTURER) and United States Trust Company of New York (the TRUSTEE) (Recordation No. 5867-B); Interim Supplement dated as of January 28, 1971 among EL-PC Leasing Corporation, General Motors Corporation and United States Trust Company of New York (Recordation No. 5867-C); Interim Supplement dated as of February 22, 1971 among EL-PC Leasing Corporation, General Motors Corporation and United States Trust Company of New York (Recordation No. 5867-D); collectively hereinafter the "Agreements" which were duly filed in accordance with 49 U. S. C. 11303 (formerly Section 20C of the Interstate Commerce Act).

2. United States Trust Company of New York hereby releases any and all liens, claims and other encumbrances on the Equipment as granted pursuant to said Agreements.

IN WITNESS WHEREOF, United States Trust Company of New York has caused this Release to be duly executed by its authorized officer as of the day and year first written above.

BY: Christine C. Collins

TITLE: ASSISTANT VICE PRESIDENT

State of: New York
County of: New York

On this 10th day of November, 1993 before
me personally appeared Christine C. Collins, to me personally
known, who, being duly sworn, says that [she/he] is an
ASSISTANT VICE PRESIDENT of United States Trust Company NY, that said
instrument was signed on November 10, 1993 on behalf of
said Corporation by authority of its Board of Directors, and
[she/he] acknowledged that the execution of the foregoing
instrument was the free act and deed of said Corporation.

Sworn to and subscribed before me
this 10th day of November 1993

Allison Blunnie
Notary Public

ALLISON BLUNNIE
Notary Public, State of New York
No. 41-5007490
Qualified in Queens County
Commission Expires February 1, 1995

EQUIPMENT SCHEDULE

<u>Model No.</u>	<u>Quantity</u>	<u>Road Numbers</u>
GP-38	5	2010-2014
SW-1500	5	9223-9227
SD-40	1	6240
SD-40	2	6241-6242
SD-40	1	6246
SD-40	5	6243-6245, 6247, 6250
SD-40	3	6248-6249, 6252
SD-40	1	6251
SD-40	3	6253-6255
SD-40	2	6256, 6260
SD-40	5	6257-6258, 6261-6262, 6264
SD-40	2	6259, 6265
SD-40	2	6266-6267
SD-40	3	6268-6269, 6272
SD-40	1	6263
SD-40	2	6271, 6273
SD-40	1	6270
SD-40	1	6275
SD-40	1	6274
SD-40	2	6276, 6278
SD-40	2	6277, 6279
GP-38	2	7868-7869
GP-38	1	7870
SD-40	1	6280
SD-40	1	6281
GP-38	2	7871, 7874
GP-38	1	7872
SD-40	1	6282
GP-38	1	7875
GP-38	3	7873, 7876, 7879
SD-40	1	6283
GP-38	2	7877-7878
SD-40	1	6284
GP-38	3	7880, 7882, 7886
GP-38	2	7883, 7887
GP-38	3	7884-7885, 7890
GP-38	1	7891

NOTICE OF ASSIGNMENT

This is to advise that, effective April 1, 1976,
12:01 a.m., the Financing Agreement described below has
been assigned to the Consolidated Rail Corporation by the
Trustees of: Penn Central Transportation Company
Six Penn Center Plaza
Philadelphia, PA 19104

The Financing Agreement is a Lease Agreement
, dated 12/15/70
bearing the ICC recordation number 5867
The payee's name and address is:

United States Trust Company of New York
130 John St.
New York, New York 10038

This Notice of Assignment has been placed in the
file of the ICC recordation number listed above and the entire
assignment is contained in the ICC recordation file stamped
in the margin of this assignment. A copy hereof will be
promptly mailed to the payee listed above for distribution
to the beneficial holder(s) of the Financing Agreement described
in this Notice of Assignment.

Consolidated Rail Corporation